



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

LPA-73.54
(07/05)

APPLICATION FOR REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

The undersigned foreign limited partnership, for the purpose of registering to transact business in the Commonwealth of Virginia pursuant to the provisions of § 50-73.54 of the Code of Virginia, hereby states:

1. The name of the foreign limited partnership is (include, **if required**, any "for use in Virginia" name **in parentheses**):

_____.

2. The limited partnership was formed under the laws of _____
(state or country)
on _____
(date of formation).

3. **(Mark if applicable:)** ☐ The limited partnership was previously authorized or registered with the Commission to transact business in Virginia as a foreign business entity. **(See instructions.) Set forth the additional required information on an attachment.**

4. A. The VIRGINIA registered agent's name is _____.

- B. The registered agent is **(mark appropriate box)**:

- (1) an **INDIVIDUAL** who is a resident of Virginia **and**

- ☐ a general partner of the limited partnership.
☐ an officer or director of a corporation that is a general partner of the limited partnership.
☐ a general partner of a general partner of the limited partnership.
☐ a member or manager of a limited liability company that is a general partner of the limited partnership.
☐ a trustee of a trust that is a general partner of the limited partnership.
☐ a member of the Virginia State Bar.

OR

- (2) ☐ a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

5. The limited partnership's VIRGINIA registered office address, including the street and number, if any, which is identical to the business office of the registered agent, is

_____, VA _____,
(number/street) (city or town) (zip)

which is physically located in the ☐ county **or** ☐ city of _____.

6. The name, post office address, including the street and number, if any, and SCC ID # (if assigned) of each general partner are:

(name and SCC ID #, if assigned) (state of formation (optional))

(number/street) (city or town) (state) (zip)

(name and SCC ID #, if assigned) (state of formation (optional))

(number/street) (city or town) (state) (zip)

Check and complete if applicable:

- ☐ The following general partners are serving, without more, as a general partner of the limited partnership and do not otherwise transact business in Virginia. See §§ 13.1-757, 13.1-1059 and/or 50-73.61 of the Code of Virginia.

7. The Clerk of the Commission is irrevocably appointed as the agent of the limited partnership for service of process if no registered agent has been appointed under § 50-73.4 of the Code of Virginia or, if appointed, the registered agent's authority has been revoked or if the registered agent either has resigned or cannot be found or served with the exercise of reasonable diligence.

[OVER]

8. The post office address, including the street and number, if any, of the foreign limited partnership's principal office is

(number/street)	(city or town)	(state)	(zip)
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9. The post office address, including the street and number, if any, of the specified office of the foreign limited partnership required to be maintained by § 50-73.4, at which a list of the names, addresses and capital contributions of the limited partners will be kept until the cancellation or withdrawal of the foreign limited partnership's registration in Virginia is

(number/street)	(city or town)	(state)	(zip)
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10. An authenticated copy of the applicant's certificate of limited partnership and other constituent documents are submitted herewith. (See instructions.)

11. The undersigned general partner of the limited partnership declares that the foregoing is true to the best of his/her knowledge, information and belief.

(signature of general partner)	(title)
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(printed name of general partner)	(date)	(telephone number (optional))
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INSTRUCTIONS

Section 50-73.17 of the Code of Virginia requires that this application be in the English language, typewritten or printed in black, legible and reproducible. The document must be presented on uniformly white, opaque paper, free of visible watermarks and background logos.

You can download this form from our website at www.scc.virginia.gov/division/clk/fee_bus.htm.

The limited partnership's name must be set forth in paragraph 1 exactly as it appears in its certificate of limited partnership, as amended, without alteration or abbreviation. If the name of the limited partnership does not contain the words "limited partnership" or "a limited partnership" or the abbreviation "L.P." or "LP," the limited partnership must add one of the foregoing to its name for use in Virginia. If the limited partnership's real name is unavailable, it must adopt a designated name for use in Virginia. State the "for use in Virginia" name in parentheses on the first line of the application, following the limited partnership's real name. See §§ 50-73.54 and 50-73.56 of the Code of Virginia. To check the availability of a limited partnership name, please contact the Clerk's Office Call Center at (804) 371-9733 or toll-free in Virginia at (866) 722-2551.

If the limited partnership was previously authorized or registered to transact business in Virginia as a foreign corporation, limited liability company, business trust, limited partnership or registered limited liability partnership, with respect to every such prior authorization or registration, set forth, **on an attachment**, the name of the entity, the entity's type, the state or other jurisdiction of incorporation, organization or formation; and the identification number that was issued to the entity by the Commission.

The address of the specified office and the principal office must include a street address. A rural route and box number may only be used if no street address is associated with the specified office or principal office's location. A post office box is only acceptable for towns/cities that have a population of 2,000 or less if no street address or rural route and box number is associated with the specified office or principal office's location. See § 50-73.54 of the Code of Virginia.

A registered limited liability partnership may not serve as its own registered agent.

The registered office address must include the street and number, if any. See § 50-73.54 of the Code of Virginia. A rural route and box number may only be used if no street address is associated with the location of the registered agent's business office. A post office box is only acceptable for towns/cities that have a population of 2,000 or less if no street address or rural route and box number is associated with the location of the registered agent's business office. Set forth the name of the county or independent city in which the office is physically located. Counties and independent cities in Virginia are separate local jurisdictions.

Use an attachment to set forth additional general partner names and addresses. This application must include the SCC ID number of each general partner that is of record with the State Corporation Commission.

The application must be signed in the name of the limited partnership by a general partner. Any person may sign the application by an attorney-in-fact. Every person executing a document shall sign it and print his or her name next to or beneath his signature and the capacity in which he or she signs. **As provided in § 50-73.15 C of the Code of Virginia, the execution of this application by a general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.**

The **application must be submitted** to the Clerk of the Commission **with a certified or otherwise authenticated copy of the limited partnership's certificate of limited partnership** or other constituent documents, including all amendments and mergers, filed in the foreign limited partnership's state or other jurisdiction of formation, **authenticated within the past 12 months under the original signature and seal of the Secretary of State** or other official having custody of limited partnership records in the state or other jurisdiction under whose law it is formed. The certificate of the Secretary of State or other public official having custody of limited partnership records **must indicate that the attached articles are a "true and correct copy" of the official records, or words to that effect.** A Certificate of Existence/Fact/Good Standing is **not** acceptable. See § 50-73.54 of the Code of Virginia.

Submit the original, signed application and the certified copy of the limited partnership's certificate, as amended, to the Clerk of the State Corporation Commission, P. O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 E. Main Street, Tyler Building, 1st floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$100.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.